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RECORDATION NO 16219 FILED 1425

3/1/1989 - 11 35 AM

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February 22, 1989

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OF COUNSEL: JOHN W. HUDSON
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LEONARD A. WEAKLEY
ROBERT TAFT, JR.
ROBERT T. KEELER
CYNTHIA F. BLANK
CHARLES J. LUKE

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated December 27, 1988.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19103-2959

9-060A009

Date 3/1/89
Fee \$ 1.3
ICC Washington, D. C.

Ms. Noreta R. McGee, Secretary
February 22, 1989
Page 2

A description of the equipment covered by the enclosed document is: thirty-two (32) railroad boxcars bearing the reporting marks set forth in Schedule A hereto.

A fee of \$13.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

A short summary of the document to appear in the index follows:

Bill of Sale from Consolidated Rail Corporation,
Six Penn Center Plaza, Philadelphia,
Pennsylvania 19103-2959, to The David J. Joseph
Company, 300 Pike Street, Cincinnati, Ohio 45202
dated December 27, 1988 and covering thirty-two
(32) boxcars.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in dark ink, appearing to read "Philip F. Schultz", with a long horizontal flourish extending to the right.

Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/ch/wpc/5038d
Enclosures

SCHEDULE A

CR 166000	CR 166568
166003	166585
166010	166602
166047	166614
166087	166654
166143	166659
166155	166671
166162	166672
166176	166696
166248	166699
166254	166728
166285	166741
166383	166829
166540	166873
166547	166906
166557	166952

CERTIFICATE OF NOTARY

RECORDATION NO. 16219 FILED 1423
3/11 1989 -11 35 AM
INTERSTATE COMMERCE COMMISSION

The undersigned, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the Bill of Sale attached hereto has been carefully compared with the original and is complete and identical in all respects to the original document.



Notary Public

JEFFREY MARKS, Attorney at Law
NOTARY PUBLIC, STATE OF OHIO
My Commission has no expiration
date. Section 147.03 R. C.

3/11 1989 -11 55 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE is made this 27nd day of December, 1988, between CONSOLIDATED RAIL CORPORATION ("Seller") and DAVID J. JOSEPH COMPANY ("BUYER").

Seller hereby sells, transfers and delivers to Buyer all of Seller's right, title and interest in and to the 32 box cars equipment described on Schedule A attached hereto and made a part hereof (the "Equipment").

Such sale is made in consideration of the payment by Buyer to Seller of \$256,000.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

Buyer is purchasing the Equipment in reliance upon its personal inspection and knowledge of the Equipment in an "as is" condition.

SELLER MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE EXCEPT THAT (1) BUYER WILL ACQUIRE GOOD TITLE TO THE EQUIPMENT FREE FROM ANY AND ALL ENCUMBRANCES, LIENS AND OTHER DEFECTS OF TITLE, AND (2) SELLER IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS FULL RIGHT AND AUTHORITY TO SELL THE EQUIPMENT TO BUYER. SELLER MAKES NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE EQUIPMENT.

Seller agrees to pay and hold harmless Buyer from and against any and all liabilities, obligations, losses damages, expenses (including, without limitation, attorneys' fees), penalties, claims, actions and suits resulting from and imposed upon, incurred by or asserted against Buyer as a consequence of breach of the warranties contained herein.

SELLER:

CONSOLIDATED RAIL CORPORATION

By: Thomas J. Lieber

Title: Assistant Treasurer

Witnessed: Thomas J. McSadden

Witnessed: JJ Callahan

STATE OF PA)
) ss
COUNTY OF PHILA)

On this 27TH day of December, 1988, before me personally appeared THOMAS J. HIEBER, to me personally known, who being by me duly sworn, says that he is the ASSISTANT TREASURER of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Marianne C Baker
Notary Public

My Commission expires:

MARIANNE C. BAKER
Notary Public, Phila., Phila. Co.
My Commission Expires Aug. 6, 1990

0640A

SCHEDULE A

CR 166000	CR 166568
166003	166585
166010	166602
166047	166614
166087	166654
166143	166659
166155	166671
166162	166672
166176	166696
166248	166699
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